

USANA HEALTH SCIENCES INC  
Form 8-K  
May 08, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported):  
**May 6, 2015**

**USANA HEALTH SCIENCES, INC.**

(Exact name of registrant as specified in its charter)

**Utah**

(State or other jurisdiction of incorporation)

**001-35024**  
(Commission File No.)

**87-0500306**  
(IRS Employer Identification  
Number)

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**3838 West Parkway Boulevard**  
**Salt Lake City, Utah 84120**  
(Address of principal executive offices, Zip Code)

Registrant's telephone number, including area code: **(801) 954-7100**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07**

**Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting of Shareholders on May 6, 2015. A total of 11,684,325 shares (approximately 92%) of the issued and outstanding shares of USANA common stock were represented by proxy or in person at the meeting. The following matters were submitted and voted upon at the Annual Meeting:

1. USANA shareholders voted to elect five individuals to the Board of Directors for the succeeding year as set forth below:

| <b>Name</b>         | <b>Number of Shares For</b> | <b>Number of Shares Withheld</b> | <b>Number of Shares Abstaining</b> | <b>Broker Non-Votes</b> |
|---------------------|-----------------------------|----------------------------------|------------------------------------|-------------------------|
| Myron W. Wentz, PhD | 10,928,959                  | 105,545                          |                                    | 649,821                 |
| Ronald S. Poelman   | 9,669,463                   | 1,365,041                        |                                    | 649,821                 |
| Robert Anciaux      | 10,971,616                  | 62,888                           |                                    | 649,821                 |
| Jerry G. McClain    | 10,941,790                  | 92,714                           |                                    | 649,821                 |
| Gilbert A. Fuller   | 10,885,530                  | 148,974                          |                                    | 649,821                 |

2. USANA shareholders voted to approve the company's 2015 Equity Incentive Award Plan as set forth below:

| <b>Number of Shares For</b> | <b>Number of Shares Withheld</b> | <b>Number of Shares Abstaining</b> | <b>Broker Non-Votes</b> |
|-----------------------------|----------------------------------|------------------------------------|-------------------------|
| 7,433,453                   | 3,596,793                        | 4,258                              | 649,821                 |

3. USANA shareholders voted to ratify the Board's selection of KPMG LLP as our independent registered public accounting firm for fiscal year 2015 as set forth below:

| <b>Number of Shares For</b> | <b>Number of Shares Withheld</b> | <b>Number of Shares Abstaining</b> | <b>Broker Non-Votes</b> |
|-----------------------------|----------------------------------|------------------------------------|-------------------------|
| 11,675,912                  | 1,959                            | 6,454                              |                         |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**USANA HEALTH SCIENCES, INC.**

**By:** */s/ Paul A. Jones*

Paul A. Jones, Chief Financial Officer

Date: May 8, 2015